

EXHIBIT B

NIRO, HALLER & NIRO

RAYMOND P. NIRO
TIMOTHY J. HALLER
WILLIAM L. NIRO
JOSEPH N. HOSTENY, III
ROBERT A. VITALE, JR.
PAUL K. VICKREY
DEAN D. NIRO
RAYMOND P. NIRO, JR.
PATRICK F. SOLON
ARTHUR A. GASEY
CHRISTOPHER J. LEE
DAVID J. SHEIKH
VASILIOS D. DOSSAS
SALLY WIGGINS
RICHARD B. MEGLEY, JR.

181 WEST MADISON STREET-SUITE 4600
CHICAGO, ILLINOIS 60602
—
TELEPHONE (312) 236-0733
FACSIMILE (312) 236-3137

MATTHEW G. McANDREWS
PAUL C. GIBBONS
GREGORY P. CASIMER
DINA M. HAYES
FREDERICK C. LANEY
DAVID J. MAHALEK
KARA L. SZPONDOWSKI
ROBERT A. CONLEY
LAURA A. KENNEALLY
TAHITI ARSULOWICZ
BRIAN E. HAAN
JOSEPH A. CULIG
ANNA B. FOLGERS
—
OF COUNSEL:
JOHN C. JANKA

June 30, 2010

Via E-mail

Thomas M. Buchanan
Charles B. Molster, III
WINSTON & STRAWN LLP
1700 K Street, N.W.
Washington, D.C. 20006

Via E-mail

Gail J. Standish gstandish@winston.com
Denise Abigail Smith desmith@winston.com
WINSTON & STRAWN LLP
333 S. Grand Avenue
Los Angeles, CA 90071

Re: Skyline Software Systems, Inc. v. Environmental Systems Research Institute
Case No: 09-cv-00632 – Discovery Deficiencies No. 1 – Requests for Production

Dear Counsel:

We write to address the numerous deficiencies Skyline has identified in ESRI's Responses to Skyline's First Set of Requests for Production and document production. By identifying deficiencies in particular responses below, we do not waive our right to pursue full and complete responses to other discovery requests.

A. General Deficiencies in ESRI's Document Production

First, ESRI has only submitted to Skyline ESRI's Objections to Skyline's First Set of Document Requests Nos. 1 – 38. As required by the Court's Scheduling Order, the parties were required to submit objections to all discovery requests within 14 days and to provide responses to all discovery requests within 14 days after serving objections. Hence, Skyline's Responses were due on June 21, 2010. To date, we have not received from ESRI Responses to Skyline's First Set of Requests for Production Nos. 1 – 38. Please confirm when Skyline can expect to receive

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ESRI's Responses.

Next, we address the serious deficiencies in ESRI's document production. Upon our review, it appears that ESRI has produced a **very limited number** of documents responsive to the following requests: Requests for Production Nos. 1, 8, 12, 26, 27, 30, 34, and 38. Furthermore, ESRI has failed to produce **any** documents responsive to the following requests: Request for Production Nos. 2, 3, 4, 5, 6, 7, 9, 10, 11, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 28, 29, 31, 32, 33, 35, 36 and 37.

Accordingly, Skyline requests that ESRI immediately supplement ESRI's document production and provide to Skyline a date certain by which ESRI expects to complete its production.

B. Specific Examples of Deficiencies

In specifically identifying the most egregious examples of ESRI's document production deficiencies, Skyline does not waive its right to pursue full and complete responses to other requests for production which are similarly deficient.

By way of example, and as noted above, ESRI provides none of the financial information requested in Request Nos. 11 - 15 but instead, relies on improper objections. Request No. 11 requests "all documents sufficient to show the number of Accused Products and Services made, used, offered for sale and sold in the United States, exported from the United States and imported into the United States." Request No. 12 requests "all documents and summary documents sufficient to show ESRI's revenues, costs (fixed and variable), gross profit and net profit realized by ESRI from the sale of the Accused Products and Services, and the unit and dollar volume of sales of each Accused Product and Service in the United States, from 1999 to the present, with projections through calendar year 2010." Request No. 13 requests "ESRI's audited financial reports for each year from 1999 forward." Request No. 14 requests "all documents sufficient to show the total consideration received by ESRI for any sales or other transaction pertaining to an Accused Product or Service." Request No. 15 requests "valuations pertaining to the Accused Products and Services, including, without limitation, valuations of the particular features of the Accused Products and Services."

The only documents produced by ESRI that are responsive to these requests are extremely general financial summaries at ESRI_SKY005509 - ESRI_SKY005519. These documents simply list ESRI's total assets, liability and shareholders for each year requested. ESRI must supplement its production to provide documents sufficient to show **for each Accused Product and Service** the requested information (i.e. revenues, costs, gross and net profit and unit and dollar volume of sales) in each request. Please confirm when Skyline can expect to receive ESRI documents responsive to these requests.

Request No. 16 requests "all documents sufficient to show usage of the Accused Products or Services including, but not limited to, usage of the Accused Products or Services for the visualization of three-dimensional imagery and/or data sent from a server to a client over a

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computer network.” The only document ERSI has produced that is responsive to this request is ESRI_SKY000030, entitled “ArcGIS 3D Analyst 2009 Survey - Summary Report.” Accordingly, please produce all underlying data which this survey was based. Additionally, Skyline requests that ESRI supplement its production by producing **all documents** responsive to this request, not just select surveys that ESRI chooses to designate as responsive.

Third, Request No. 1 requests documents that describe “the design, structure, function, and operation of the Accused Products and Services...” Similarly, Request No. 6 requests documents “sufficient to identify all versions of the Accused Products and Services and when each version was commercially introduced.” The only documents that ESRI has produced that are responsive to this request are ESRI_SKY000001-005508, ESRI_SKY005521-006381, and ESRI_SKY008171-8459. Furthermore, no source code has been produced by ESRI. Now that a joint motion for a protective order has been filed, the production of all responsive source code information should not be problematic. Accordingly, please supplement this request for production by providing all documents responsive to this request, including ESRI's source code.

Further, ESRI has produced four (4) disks containing: ARCVIEW Desktop Software Tutorials and Tutorial Data, ArcView 9.1 – Evaluation Software, ArcView 9.2 Software and ArcGIS 9.3.1 - ArcGIS Desktop Software Tutorials and Tutorial Data. Please confirm when Skyline can expect to receive the same for the other Accused Products and when Skyline can expect to receive the same for previous versions of ArcView besides 9.1, 9.2 and 9.3.1, to the extent any other versions exist.

Finally, ESRI's document production concerning ESRI's alleged prior art, Request Nos. 24 and 25, is grossly deficient. In ESRI's interrogatory responses, it responded, “the following references, alone or in combination, invalidate the asserted claims of the ‘172 patent under 35 U.S.C. § 102 and/or § 103” and proceeded to list 88 alleged prior art references. Not even taking into account the easily ascertainable publicly available documents (i.e. the patents), ESRI has failed to provide copies and/or supporting evidence for 40 of the 88 references.

Accordingly, Skyline requests that ESRI immediately supplement its production to provide the following: (1) a copy of the following alleged prior art references (where the alleged prior art is a printed publication); and (2) all evidence which ESRI intends to use to support for its invalidity contentions for all of the following non-printed publication type references:

- Siggraph 1999 Slide presentation by Paul Hansen,
- “The History of Map, Chart, and Data Production,”
- “NCGIA CORE CURRICULUM 1990 Version” by Goodchild and Kemp,
- “SpatialDB Advisor: ESRI ArcSDE Exverted and Inverted Polygons and Oracle Spatial” by Simon Greener,
- “SRI International Awarded .6 Million for Development of 3-D Visualization System,”
- “THE HISTORY OF GEOGRAPHIC INFORMATION SYSTEMS:
- INVENTION AND REINVENTION OF TRIANGULATED IRREGULAR NETWORKS (TINs)” by David M. Mark,
- “Experimental Map Browser WWW server at pubweb.parc.xerox.com” by Steve Putz,

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- “[mapserver-users] Patent Challenge” by Steve Lime,
- “the Cache Now! campaign – details,”
- “Serving GIS Data Through the World Wide Web” by McCauley et al.,
- “Using MapObjects on the Internet,”
- “Spatial Data Warehousing,”
- “CERN WWW94 Conference Awards,”
- “Principles of Geographical Information systems for Land Resources Assessment” by P.A. Burroughs,
- “Geographic Information Systems and Cartographic Modeling” by C. Dana Tomlin
- “Geographical Information Systems; Volumes 1 and 2” by Maguire, Goodchild and Rhind
- The SRI Digital Earth TerraVision FAQ web page,
- The SRI Digital Earth TerraVision Movies web page,
- The SRI Digital Earth TerraVision About web page,
- The SRI Digital Earth TerraVision Overview web page,
- The Naval Environmental Operational Nowcasting System (NEONS) Browser,
- SRI TerraVision,
- The NCSA MOSAIC browser,
- Mosaic Netscape 0.9 web browser,
- The U.S. Census online TIGER Map Service
- The MAGIC Project,
- The Alexandria Digital Library,
- The Virtual Terrain Project (VTP) and Sim Hawai'i
- The AutoCad Design Web Format
- VRML (Virtual Reality Modeling Language),
- FreeWRL, which is a file format for 3D graphics,
- VMRL97 and VRML2, which are file formats for 3D graphics,
- The “TerraVista” computer program
- ESRI's ArcView GIS, ArcExplorer, ArcData Online, ArcView Spatial Analyst, and Spatial Database Engine (SDE) software/products/systems,
- ESRI's ArcView 3 computer program
- ESRI's ArcInfo v.5.X-7.X computer programs
- ESRI's Mapobjects (MOIMS)
- Center for Air See Technology ‘CAST’ FY95 Research Program by Yeske and Corbin,
- Center for Air See Technology ‘CAST’ FY95 Research Program by Yeske and Corbin,
- The Xerox PARC Map Server.

Finally, upon review of ESRI's document production, it appears that ESRI has mistakenly designated publicly available documents as Highly Confidential – Attorney's Eyes only. Accordingly, please supplement ESRI's document production by redesignating these documents while maintaining the original bates numbers and producing these documents to Skyline immediately.

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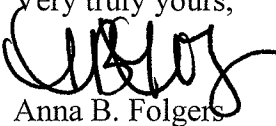
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C. Google Documents

Request No. 36 requests "documents produced by any third party in response to a subpoena or other request served by ESRI in the Lawsuit." This request includes all documents produced by Google in response to ESRI's subpoena, which requested Google to produce documents by May 24, 2010. It has now been over a month and to date, ESRI has not produced any documents produced by Google in response to this subpoena, nor has ESRI produced communications exchanged between the parties regarding the subpoena (or any other communication responsive to this request. Skyline requests that ESRI immediately supplement ESRI's document production with documents responsive to this request in addition to any other documents or communications exchanged between Google and ESRI that are responsive to Skyline's other requests for production.

We would like to schedule a meet and confer to discuss these issues. Please confirm what your availability is this week.

Very truly yours,

Anna B. Folgers

ABF/kan
Enclosures